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*Attorneys for Defendants Syntronic AB, Syntronic Research and
Development USA Inc., and Syntronic (Beijing) Technology R&D
Center Co., LTD.*

IN THE UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO DIVISION

CADENCE DESIGN SYSTEMS, INC., *a*
Delaware Corporation,

Plaintiff,

v.

SYNTRONIC AB, *a Publikt Aktiebolag,*
SYNTRONIC RESEARCH AND
DEVELOPMENT USA INC., *a California*
Corporation, SYNTRONIC (BEIJING)
TECHNOLOGY R&D CENTER CO., LTD., *a*
Chinese Corporation,

Defendants.

Case No. 5:21-cv-3610-SI

**DECLARATION OF BJÖRN JANSSON
ON BEHALF OF SYNTRONIC AB IN
SUPPORT OF DEFENDANTS' MOTION
TO DISMISS**

Judge: Hon. Susan Illston
Hearing Date: August 13, 2021
Hearing Time: 10:00 a.m.
San Francisco Courthouse, Courtroom 1, 17th
Floor

DECLARATION OF BJÖRN JANSSON IN SUPPORT OF MOTION TO DISMISS; CASE NO.
21-CV-3610-SI

1 I, Björn Jansson, declare as follows:

2 1. I am the President and Chief Executive Officer for Syntronic AB. I submit this
3 declaration in support of Defendants' motion to dismiss. I have personal knowledge of the facts set
4 forth herein and if called as a witness, I could and would competently testify thereto.

5 2. Syntronic AB is a Swedish privat aktiebolag, organized under the laws of Sweden,
6 and formed in 1983. Attached hereto as **Exhibit 1** is a true and correct copy of Syntronic AB's
7 Articles of Incorporation.

8 3. Syntronic AB maintains its principal place of business at Utmarksvägen 33C, 802 91
9 Gävle, Sweden. Neither Syntronic Research and Development USA Inc. ("Syntronic USA") nor
10 Syntronic (Beijing) Technology R&D Center Co., LTD ("Syntronic Beijing") use this office for any
11 aspect of their operations. There are no other offices that Syntronic AB shares with either Syntronic
12 USA or Syntronic Beijing. Syntronic AB has no office in the United States, and it does not lease or
13 own property in the United States.

14 4. Syntronic AB's general business is providing certain software and electronic design
15 services within Sweden and Europe and it operates separately and independently from Syntronic
16 USA and Syntronic Beijing.

17 5. Syntronic AB does not conduct business in the United States. It does not sell
18 products or provide services in the United States. Syntronic AB is not registered to do business in
19 any state within the United States.

20 6. Syntronic AB has never initiated any lawsuit in the United States.

21 7. Syntronic AB is the parent company of Syntronic USA and Syntronic Beijing.

22 8. Syntronic AB's board has three directors: myself, Per-Erik Höglom, and Monica
23 Jansson. I am also on the board of directors for Syntronic USA and Syntronic Beijing. Monica
24 Jansson is on the board of directors for Syntronic Beijing. However, none of Syntronic AB's
25 directors is an officer of Syntronic USA or Syntronic Beijing. None of Syntronic AB's officers is an
26 officer of either Syntronic USA or Syntronic Beijing, and none of Syntronic USA's or Syntronic
27 Beijing's officers is an officer or director of Syntronic AB.

1 9. Syntronic AB employs approximately twenty-five employees. Syntronic AB
2 maintains its own payroll and pays its employees out of its own accounts. Syntronic AB alone is
3 responsible for paying its employees. Neither Syntronic USA nor Syntronic Beijing pays the
4 salaries of any Syntronic AB employee, and Syntronic AB does not pay the salary of any employee
5 of Syntronic USA or Syntronic Beijing. Moreover, not one of Syntronic AB's employees is also an
6 employee of either Syntronic USA or Syntronic Beijing.

7 10. Syntronic AB maintains its own independent bank account in Sweden. The only
8 persons with access to that account are Syntronic AB board members.

9 11. Syntronic AB does not comingle any of its funds with the funds of Syntronic USA or
10 Syntronic Beijing. In fact, there is not even a single account to which Syntronic AB has access and
11 to which either Syntronic USA or Syntronic Beijing also has access.

12 12. Syntronic AB does not have a bank account in the United States or in China.

13 13. Syntronic AB maintains and respects corporate formalities. It adopted and follows
14 Bylaws. It holds regular meetings of its board of directors and maintains a corporate minutes book
15 containing the written minutes of its proceedings. These books and records are kept and maintained
16 separate and apart from the books and records of Syntronic USA and Syntronic Beijing.

17 14. Even though Syntronic AB is the parent company of Syntronic USA and Syntronic
18 Beijing, it has no involvement in the day-to-day operations of those entities. The management and
19 executives of Syntronic USA and Syntronic Beijing are solely responsible for conducting and
20 managing their daily operations, including all hiring and firing decisions.

21 15. Since its incorporation and at all subsequent times in conducting its operations over
22 nearly forty years, Syntronic AB maintained and maintains adequate capital to meet its obligations in
23 the ordinary course of its business. Moreover, the value of Syntronic AB's assets exceeds its current
24 liabilities.

25 16. Syntronic AB has its financial information regularly audited by an independent
26 accounting firm. For company-level auditing and accounting, Syntronic AB uses a separate
27 accounting firm from the firms used by Syntronic USA or Syntronic Beijing.

1 17. Syntronic AB does not hold itself out as being liable for the debts and obligations of
2 either Syntronic USA or Syntronic Beijing. Likewise, neither Syntronic USA nor Syntronic Beijing
3 holds itself out as liable for the debts and obligations of Syntronic AB.

4 18. There are no indemnity or guarantee agreements between Syntronic AB and either
5 Syntronic USA or Syntronic Beijing.

6 19. Syntronic AB has provided only one loan Syntronic USA to assist with cash-flow
7 during the pandemic. That loan was fully documented in a written and executed loan agreement and
8 recorded on Syntronic AB's books.

9 20. Any loans from Syntronic AB to Syntronic Beijing were properly documented either
10 in loan agreements, inter-company accounts, books and records, and/or financial statements.

11 21. After conducting a diligent search and investigation, Syntronic AB was unable to
12 locate evidence that it entered into, "clicked," or signed the click-wrap Software License and
13 Maintenance Agreements (SLMA), attached as Exhibits 1 and 2 to the Second Amended Complaint.

14 22. Syntronic AB is unable to locate evidence that any employee with authorization and
15 authority to bind the company entered into or signed the click-wrap SLMAs, attached as Exhibits 1
16 and 2 to the Second Amended Complaint.

17 23. Syntronic AB adheres to an IT/Information Security Policy that expressly prohibits its
18 employees from using unlicensed software or using cracked licenses. To obtain access to software,
19 employees must first seek approval. No Syntronic AB employee has sought and received approval
20 to license and/or use any Cadence software at issue in the Second Amended Complaint.

21 24. Syntronic AB has no designated agent for service in the United States, and it has not
22 designated or authorized Syntronic USA as an agent for service. Syntronic USA does not act as an
23 agent for Syntronic AB in any capacity.

1
2 I declare under penalty of perjury under the laws of the United States of America that the
3 foregoing is true and correct.

4 Dated: July 8, 2021

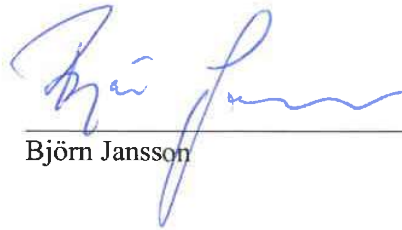

Björn Jansson

EXHIBIT 1



851 81 Sundsvall
0771-670 670
www.bolagsverket.se

REGISTRERINGSBEVIS

AKTIEBOLAG

1 (2)

Organisationsnummer 556247-3305	
Objektets registreringsdatum 1984-11-02	Företagsnamnets registreringsdatum 1984-11-02
Dokumentet nedladdat 2021-06-16	Dokumentet visar senaste registreringen 2019-06-10

Org.nummer: 556247-3305

Företagsnamn: Syntronic Aktiebolag

Adress:
Box 965
801 33 GÄVLE

Säte: Gävleborgs län, Gävle kommun

Registreringslän:

Anmärkning:

Detta är ett privat aktiebolag.

BILDAT DATUM

1984-03-01

SAMMANSTÄLLNING AV AKTIEKAPITAL

Aktiekapital: 3.000.000 SEK
Lägst.....: 3.000.000 SEK
Högst.....: 12.000.000 SEK

Antal aktier: 30.000
Lägst.....: 0
Högst.....: 0

STYRELSELEDAMOT, VERKSTÄLLANDE DIREKTÖR, ORDFÖRANDE

590416-6310 Jansson, Björn Lennart Christer, Länsmansvägen 6,
811 35 SANDVIKEN

STYRELSELEDAMÖTER

590406-7518 Högbloom, Per Erik, Klangvägen 73, 811 32 SANDVIKEN
570727-2786 Jansson, Monica Elisabeth, Länsmansvägen 6,
811 35 SANDVIKEN

REVISOR(ER)

556356-9382 Grant Thornton Sweden AB, Box 7623, 103 94 STOCKHOLM
Representeras av: 631031-1417

HUVUDANSVARIG REVISOR

631031-1417 Holmgren, Jan Thomas, Grant Thornton, Box 6128,
800 06 GÄVLE



851 81 Sundsvall
0771-670 670
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REGISTRERINGSBEVIS

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Dokumentet nedladdat 2021-06-16	Dokumentet visar senaste registreringen 2019-06-10

FIRMATECKNING

Firman tecknas av styrelsen
Firman tecknas var för sig av
Jansson, Björn Lennart Christer
Jansson, Monica Elisabeth

FÖRESKRIFT OM ANTAL STYRELSELEDAMÖTER/STYRELSESUPPLEANTER

Styrelsen skall bestå av lägst 1 och högst 5 ledamöter
med högst 5 suppleanter.

BOLAGSORDNING

Datum för senaste ändringen: 1999-10-29

FÖRBEHÅLL/AVVIKELSER/VILLKOR I BOLAGSORDNINGEN

Avvikelse avseende rösträtt
Hembudsförbehåll

VERKSAMHET

Bolaget skall bedriva konsultation, utveckling, tillverkning och
försäljning av varor och tjänster inom dataelektronik samt idka
därmed förenlig verksamhet.

RÄKENSKAPSÅR

0501 - 0430

KALLELSE

Kallelse sker genom brev med posten.

Registreringsbeviset är skapat av Bolagsverket.